

WT 05-256

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FCC 603
Main Form

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

<p>DOCKET FILE COPY ORIGINAL</p>							
<p>1) Application Purpose (Select only one) (TC)</p> <table style="width: 100%;"> <tr> <td style="width: 33%;">AA - Assignment of Authorization</td> <td style="width: 33%;">AM - Amendment</td> <td style="width: 33%;">NT - Required Notification (For Consummation of an Assignment or Transfer)</td> </tr> <tr> <td>TC - Transfer of Control</td> <td>WD - Withdrawal</td> <td>EX - Request for Extension of Time (To Consummate an Assignment or Transfer)</td> </tr> </table>		AA - Assignment of Authorization	AM - Amendment	NT - Required Notification (For Consummation of an Assignment or Transfer)	TC - Transfer of Control	WD - Withdrawal	EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
AA - Assignment of Authorization	AM - Amendment	NT - Required Notification (For Consummation of an Assignment or Transfer)					
TC - Transfer of Control	WD - Withdrawal	EX - Request for Extension of Time (To Consummate an Assignment or Transfer)					
<p>2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.</p>	<p>File Number: _____</p>						
<p>3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?</p>	<p>(N) <u>Yes</u> <u>No</u></p>						
<p>3b) If the answer to 3a is 'Y', provide the File Number of the lead application.</p>	<p>File Number: _____</p>						
<p>3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?</p>	<p>(N) <u>Yes</u> <u>No</u></p>						
<p>4) Are attachments being filed with this application?</p>	<p>(Y) <u>Yes</u> <u>No</u></p>						

Fees and Waivers

<p>5a) Is the applicant exempt from FCC application fees?</p> <p>If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.</p>	<p>(N) <u>Yes</u> <u>No</u></p>
<p>5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?</p> <p>If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.</p>	<p>() <u>Yes</u> <u>No</u></p>
<p>6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?</p> <p>If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.</p>	<p>(N) <u>Yes</u> <u>No</u></p>
<p>6b) If 6a is 'Y', enter the number of rule sections involved.</p>	<p>Number of Rule Sections: _____</p>

Additional Transaction Information

<p>7) Has this application for Assignment of Authorization or Transfer of Control already occurred?</p>	<p>() <u>Yes</u> <u>No</u></p>
<p>8a) The Assignment of Authorization or Transfer of Control is:</p>	<p><input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary</p>
<p>8b) If 8a is 'Involuntary', provide the date that the event occurred:</p>	<p>(MM/DD/YYYY) / /</p>
<p>9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?</p>	<p>(N) <u>Yes</u> <u>No</u></p>
<p>9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?</p>	<p>() <u>Yes</u> <u>No</u></p>
<p>9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.</p>	<p>(MM/DD/YYYY) / /</p>
<p>10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?</p> <p>If 'Y', complete Schedule B and, if applicable, Schedule C.</p>	<p>() <u>Yes</u> <u>No</u></p>
<p>10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?</p>	<p>() <u>Yes</u> <u>No</u></p>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (S)

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	() <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	() <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Yes</u> <u>No</u>

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	() <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	() <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	() <u>Yes</u> <u>No</u>

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Yes</u> <u>No</u>

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0009850488					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): WCS Wireless License Subsidiary, LLC					
21) Attention To: Scott Donohue					
22) P.O. Box:		And /Or	23) Street Address: c/o Resident Agents, 1000 East William Street, Suite 204		
24) City: Carson City			25) State: NV	26) Zip Code: 89701	
27) Telephone Number: (310)451-4430			28) Fax Number: (310)451-1423		
29) E-Mail Address: sdonohue@colomapartners.com					

30) Demographics of Assignor/Licensee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignor/Licensee Contact Representative

31) First Name:		MI:	Last Name:		Suffix:
32) Company Name:					
33) Attention To:					
34) P.O. Box:		And /Or	35) Street Address:		
36) City:			37) State:	38) Zip Code:	
39) Telephone Number:			40) Fax Number:		
41) E-Mail Address:					

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0013584701			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): WCS Wireless, Inc.			
46) Attention To: Scott Donohue			
47) P.O. Box:	And /Or	48) Street Address: c/o L.Slap, Edwards & Angell, LLP, 101 Federal Street	
49) City: Boston		50) State: MA	51) Zip Code: 02110
52) Telephone Number: (617)951-2238		53) Fax Number: (617)439-4444	
54) E-Mail Address: scott@wcswireless.com			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
57) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1650 Tysons Boulevard, Suite 1500	
61) City: McLean		62) State: VA	63) Zip Code: 22102
64) Telephone Number: (703)584-8678		65) Fax Number: (703)584-8696	
66) E-Mail Address: tgutierrez@fccclaw.com			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0007934755			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): XM Satellite Radio Holdings Inc.			
71) Attention To: William J. Bailey			
72) Real Party in Interest FCC Registration Number (FRN):			
73) Name of Real Party in Interest:			
74) P.O. Box:	And /Or	75) Street Address: 1500 Eckington Place, NE	
76) City: Washington		77) State: DC	78) Zip Code: 20002
79) Telephone Number: (202)380-4000		80) Fax Number: (202)380-4500	
81) E-Mail Address: bill.bailey@xmradio.com			

82) Demographics of Assignee/Transferee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input checked="" type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: Bruce	MI: D	Last Name: Jacobs	Suffix:
84) Company Name: Pillsbury Winthrop Shaw Pittman LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 2300 N Street, NW	
88) City: Washington		89) State: DC	90) Zip Code: 20037-1128
91) Telephone Number: (202)663-8077		92) Fax Number: (202)663-8007	
93) E-Mail Address: bruce.jacobs@pillsburylaw.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	() <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: _____

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	() <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	() <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	() <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	() <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	() <u>Yes</u> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Scott	MI: M	Last Name: Donohue	Suffix:
104) Title: President			
Signature: Scott M Donohue			105) Date: 07/15/2005
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: William	MI: J	Last Name: Bailey	Suffix:
107) Title: Senior Vice President			
Signature: William J Bailey			108) Date: 07/15/2005
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNLB207	WS - Wireless Communications Service						N
KNLB208	WS - Wireless Communications Service						N
KNLB295	WS - Wireless Communications Service						N
KNLB296	WS - Wireless Communications Service						N
KNLB297	WS - Wireless Communications Service						N
KNLB298	WS - Wireless Communications Service						N
KNLB299	WS - Wireless Communications Service						N
KNLB300	WS - Wireless Communications Service						N
KNLB301	WS - Wireless Communications Service						N
KNLB302	WS - Wireless Communications Service						N
KNLB303	WS - Wireless Communications Service						N
KNLB304	WS - Wireless Communications Service						N
KNLB305	WS - Wireless Communications Service						N
KNLB306	WS - Wireless Communications Service						N
KNLB307	WS - Wireless Communications Service						N
KNLB308	WS - Wireless Communications Service						N

Attachment(s):

Type	Description	Date Entered
O	Public Interest Statement	07/15/2005
O	Description of Transaction	07/15/2005

Exhibit 1 – Description of Transaction

By this application, WCS Wireless, Inc. (“WCS Wireless” or “Transferor”) and XM Satellite Radio Holdings Inc. (“XM” or “Transferee”) seek FCC consent to the transfer of control of the following Wireless Communications Service (“WCS”) licenses held by WCS Wireless License Subsidiary, LLC (“WCS License Sub”) from WCS Wireless to XM.¹

Call Sign	Market Number	Market Name	Channel Block
KNLB207	MEA030	St. Louis	A
KNLB208	MEA003	Buffalo	B
KNLB295	MEA045	Portland	A
KNLB296	MEA046	Seattle	A
KNLB297	REA001	Northeast	D
KNLB298	REA005	Central	C
KNLB299	REA005	Central	D
KNLB300	REA006	West	C
KNLB301	REA006	West	D
KNLB302	MEA015	Cleveland	A
KNLB303	MEA015	Cleveland	B
KNLB304	MEA016	Detroit	A
KNLB305	MEA018	Chicago	A
KNLB306	MEA029	Kansas City	A
KNLB307	MEA033	Denver	A
KNLV308	MEA048	Hawaii	B

¹ WCS License Sub currently has pending an application for a waiver of Section 27.50(a) of the Commission’s rules to permit it to operate WCS base stations based on an average rather than a peak EIRP limit. *See* File No. 002109551 et al; *see also Public Notice*, DA 05-1662 (June 15, 2005). WCS License Sub and XM request that FCC approval of this transfer application include authority for XM to acquire control of this waiver application to the extent it is still pending at the time this transfer is consummated. *See Nynex, Transferor, and Bell Atlantic, Transferee, Memorandum Opinion and Order*, 12 FCC Rcd 19985, ¶ 247(c) (1997). Moreover, XM requests an exemption from Sections 1.927(h) and 1.933(b) of the FCC’s rules to the extent XM is required to file an amendment to this pending waiver application to reflect consummation of this transfer of control. The exemption is requested so that an amendment to reflect the new ownership of WCS License Sub will not be treated as a major amendment requiring a second public notice for the waiver application. *See PacifiCorp Holdings, Memorandum Opinion and Order*, 13 FCC Rcd 8891, ¶ 45 (1997).

Licensee. WCS License Sub, the licensee of the above-listed WCS licenses, is a Delaware limited liability company.

Transferor. The sole member of WCS License Sub is WCS Wireless, LLC ("WCS LLC"), a Delaware limited liability company. The sole member of WCS LLC is WCS Wireless, a Delaware corporation.

Transferee. XM is a publicly-traded Delaware corporation. An FCC Form 602 detailing XM's current ownership as well as proposed ownership after consummation of this transaction is being filed simultaneously with this application.

Transaction. Upon FCC approval and the satisfaction of other closing conditions, a wholly-owned subsidiary of XM will merge with and into WCS Wireless resulting in WCS License Sub becoming an indirect wholly-owned subsidiary of XM. Each share of common or preferred stock in WCS Wireless will be converted into the right to receive shares of common stock in XM.

Ownership of WCS License Sub after Consummation of Transfer of Control

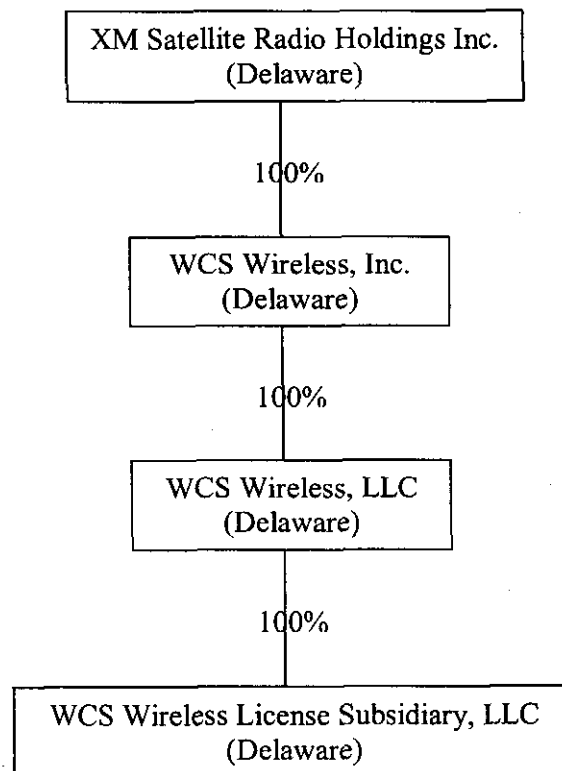


Exhibit 2 – Public Interest Statement

Grant of this application will serve the public interest. The Wireless Communications Service (“WCS”) licenses held by WCS Wireless License Subsidiary, LLC will provide XM Satellite Radio Holdings Inc. (“XM”) with access to WCS spectrum in geographic areas covering 163 million consumers throughout the United States, including 15 of the top 20 metropolitan markets. With this spectrum, XM will be able to accelerate the effort begun by WCS Wireless, Inc. to develop a system on the WCS frequencies that will be capable of providing a wide range of new and innovative mobile multimedia subscription services similar to those under development in the 700 MHz band (Qualcomm) and the 1670-1675 MHz band (Crown Castle).

XM is eminently qualified to put these WCS frequencies to use quickly. As the licensee of the fastest-growing Satellite Digital Audio Radio Service (“SDARS” or satellite radio) system, XM has demonstrated its ability to design and deploy both transmitting and receiving equipment for use in the 2.3 GHz band.

XM’s wholly-owned subsidiary, XM Radio Inc., is the licensee of the SDARS system and currently holds satellite, earth station, and experimental licenses issued by the FCC in connection with the operation of this system.¹ XM’s qualifications to hold FCC licenses are thus a matter of record with the FCC. An FCC Form 602 detailing XM’s current ownership and proposed ownership following consummation of this transfer is being filed simultaneously with this application.

The transfer of control proposed herein will not result in any violation of the Communications Act of 1934, as amended, or any other applicable statutory provision. Moreover, the transfer of control fully complies with all FCC rules and regulations and does not require any waiver.

Pursuant to Section 1.2111(a) of the Commission’s rules, XM and WCS Wireless, Inc. certify that the licenses subject to this transfer application were originally obtained in Auction No. 14. 47 C.F.R. § 1.2111(a). The auction was conducted and the licenses were awarded more than three years ago; thus, the reporting requirement of Section 1.2111(a) does not apply to this transaction.

¹ See Call Sign S2118 (SDARS satellite); S2119 (SDARS satellite); S2616 (SDARS satellite); S2617 (SDARS satellite); E000724 (earth station); E000158 (earth station); E040204 (earth station); WB2XCA (experimental license).

Filing Type

1a) <input type="checkbox"/> Current Filing	<input checked="" type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): XM Satellite Radio Holdings Inc.		4) FCC Registration Number (FRN): 7934755	

5) Contact Information

Name and Address: William J Bailey 1500 Eckington Place NE Washington, DC 20002	Telephone Number: 202-380-4000 Fax Number: 202-380-4500 E-mail Address: bill.bailey@xmradio.com
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Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
WCS Wireless License Subsidiary, LLC	Wireless communications services	0009850488	100.00
XM Radio Inc.	Satellite radio	0007714579	100.00

Signature

7) Typed or Printed Name of Party Authorized to Sign

First Name: William	MI: J	Last Name: Bailey	Suffix:
Title: Senior Vice President			
Signature: William J Bailey			Date: 7/15/2005
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Attachment(s):

Type	Description	Date Entered
0	Ownership Chart	Jul 15, 2005

